

# EXHIBIT D

**Exhibit D4**

**FORM OF NOTICE OF PROPOSED ALLOWED CLAIM AMOUNT**

**THIS IS A NOTICE REGARDING YOUR CLAIM(S). YOU MUST READ IT AND TAKE ACTION IF YOU DISAGREE WITH THE PROPOSED ALLOWED CLAIM AMOUNT.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11 Case No.  
 :  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
 :  
Debtors. : (Jointly Administered)  
-----X

**Claim Information**

**[Claimant Name]**

Claim #	Proposed Allowed Claim Amount

PLEASE TAKE NOTICE that, on May [ ], 2011, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered the *Order Approving the Procedures for Determining the Allowed Amount of Claims Filed Based on Structured Securities Issued or Guaranteed by Lehman Brothers Holdings Inc.* [Docket No. [ ]] (the "Order") which provides for procedures for the determination of the allowed amount of the portion of the claim referenced above (the "Claim") **against Lehman Brothers Holdings Inc. ("LBHI") or its affiliated debtors (together with LBHI, the "Debtors")**<sup>1</sup> that is based on a structured security ~~for purposes of voting and distributions under the debtors' in the above-referenced case (the "Debtors")~~<sup>+</sup> proposed chapter 11 plan (the "Plan").

Pursuant to the procedures approved in the Order, LBHI proposes that the allowed amount of the portion of the Claim that is based on a structured security shall be the amount set forth above under the heading "PROPOSED ALLOWED CLAIM AMOUNT." The Debtors

<sup>1</sup> **A list of the Debtors, along with the last four digits of each Debtor's federal tax identification number, is available on the Debtors' website at <http://www.lehman-docket.com>.**

<sup>+</sup> ~~A list of the Debtors, along with the last four digits of each Debtor's federal tax identification number, is available on the Debtors' website at <http://www.lehman-docket.com>.~~

calculated the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies, a copy of which is available for review on [www.lehman-docket.com](http://www.lehman-docket.com), and is also attached to the motion [Docket No. Motion") related to the Order. A detailed calculation of the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies is included on Exhibit A annexed hereto. The Proposed Allowed Claim Amount does not have any ~~afecte~~effect on the portion of your claim that is not based on a structured security.

If you do NOT dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you do NOT need to file a written response and your claim will be allowed in such amount for the purposes of voting and distributions under the Plan.

If you DO dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you MUST deliver a written response (a "Response") so that such Response is actually received no later than 4:00 p.m. , 2011 (the "Response Deadline") by (i) Lehman Brothers Holdings Inc., 1271 Avenue of the Americas, New York, NY 10020 (Attn: Holly Clack and Tina Pederson) and (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Perez, Esq. and Mark Bernstein, Esq.).

Your Response, if any, must contain at a minimum the following: (i) the name of the claimant; (ii) the claim number that is the subject of the Response; (iii) a concise statement setting forth the grounds for such Response; (iv) the address(es) to which LBHI must return any reply to your Response, if different from that presented in the proof of claim; and (v) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on your behalf.

**IF YOU DO NOT DELIVER A RESPONSE BY THE RESPONSE DEADLINE, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE PORTION OF YOUR CLAIM BASED ON A STRUCTURED SECURITY BEING ALLOWED FOR ~~PURPOSES OF VOTING AND DISTRIBUTIONS UNDER THE PLAN IN THE~~ PROPOSED ALLOWED CLAIM AMOUNT. THE MOTION DOES NOT HAVE ANY ~~AFFECTE~~EFFECT ON THE PORTION OF YOUR CLAIM THAT IS NOT BASED ON A STRUCTURED SECURITY.**

**IF YOU SUBMIT A RESPONSE AND THE DEBTORS AND YOU ARE UNABLE TO RESOLVE ANY DISPUTES REGARDING THE PROPOSED ALLOWED CLAIM AMOUNT, THE MOTION WILL BE DEEMED AN OBJECTION TO YOUR CLAIM. THE DEBTORS MAY SEEK TO HAVE SUCH OBJECTION TO YOUR CLAIM RESOLVED EITHER BY THE COURT OR THROUGH THE COURT-APPROVED MEDIATION PROCEDURES.**

CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

DATED: , 2011  
New York, New York

Exhibit A

Calculation of Proposed Allowed Claim Amount

A	B	C	D	E	F	G
Structured Security, by ISIN	Blocking Number	Maximum Allowable Amount <sup>1</sup>	Percentage of Notional Amount for which Blocking Numbers were Issued by Clearing Agencies	Aggregate Amount Distributable to Claims Based on Relevant ISIN (Equals the Product of C x D)	Claimant's Percentage of Notional Amount for Which Blocking Numbers were Issued by Clearing Agencies	<b>PROPOSED ALLOWED CLAIM AMOUNT</b> (Equals the Product of E x F)
Aggregate Proposed Allowed Claim Amount:						
Claim Amount, as filed (portion based on Structured Security only):						

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<sup>1</sup> Calculated in accordance with the Structured Securities Valuation Methodologies

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Total changes		16